

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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: In re : Chapter 11
: :
: DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
: :
: Debtors. : (Jointly Administered)
: :
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ORDER TO SHOW CAUSE WHY MOTION TO IMPLEMENT
FINAL TRADING ORDER IN RESPECT OF ACQUISITION
OF STOCK BY HARBINGER CAPITAL PARTNERS
MASTER FUND I, LTD. SHOULD NOT BE GRANTED

Upon the above-captioned debtors' Motion To Implement Final Trading Order In Respect Of Acquisition Of Stock By Harbinger Capital Partners Master Fund I, Ltd. (the "Harbinger Trading Motion"), dated July 17, 2006; and upon the affidavit of Kayalyn A. Marafioti, sworn to July 17, 2006, in support of the application for an expedited hearing on the Harbinger Trading Motion; and upon the Final Order Under 11 U.S.C. §§ 105, 362, And 541 And Fed. R. Bankr. P. 3001 (A) Establishing Notification Procedures Applicable To Substantial Holders Of Claims And Equity Securities And (B) Establishing Notification And Hearing Procedures For Trading In Claims And Equity Securities, (Docket No. 1780) (the "Final Trading Order"), entered on January 6, 2006; and it appearing that the integrity of the Final Trading Order will be prejudiced by undue delay; and good cause having been shown, and sufficient cause appearing therefor, it is hereby

ORDERED that Harbinger Capital Partners Master Fund I, Ltd. ("Harbinger") shall show cause before the Honorable Robert D. Drain, United States Bankruptcy Court for the

Southern District of New York, One Bowling Green, Room 610, New York, New York 10004, on July 19, 2006 at 10:00 a.m. (Prevailing Eastern Time), why an order should not be entered granting the Harbinger Trading Motion; and it is further

ORDERED that service of this order to show cause and the pleadings on which it is based shall be made by hand or overnight delivery AND by electronic mail (except with respect to the office of the United States Trustee) as soon as practicable after the entry hereof but in any event so as to be RECEIVED no later than Tuesday, July 18, 2006 at 10:00 a.m. upon: (i) counsel for Harbinger Capital Partners Master Fund I, Ltd., White & Case LLP, 1155 Avenue of the Americas, New York, New York 10036-2787 (Att'n: Timothy Mulvey), (ii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard), (iii) counsel for the Official Committee of Unsecured Creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Att'n: Robert J. Rosenberg and Mark A. Broude), (iv) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Att'n: Kenneth S. Ziman), (v) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Donald S. Bernstein and Brian Resnick), and (vi) counsel for the Official Committee of Equity Security Holders, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 10004 (Att'n: Bonnie Steingart); and it is further

ORDERED that answering papers, if any, shall be served upon the above-mentioned parties and upon counsel to the above-captioned debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.) and Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square,

New York, New York 10036 (Att'n: Kayalyn A. Marafioti and Thomas J. Matz) by hand
delivery AND by electronic mail (except with respect to the office of the United States Trustee)
so as to be RECEIVED no later than July 18, 2006 at 5:00 p.m.

Dated: New York, New York
July 17, 2006

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE